

**DECLARATION & POWER OF ATTORNEY**

As a below-named inventor, I hereby declare that:

My correct residence, post office address and citizenship are stated below next to my name.

I believe myself to be the original, first and sole inventor (if only one name is listed below) or an original and first joint inventor (if more than one name is listed below) of the subject matter which is disclosed and claimed and for which a patent is sought on the invention entitled:

**"HIGH-SENSITIVITY STORAGE PIXEL SENSOR HAVING AUTO-EXPOSURE  
DETECTION"**

The specification of this subject matter:

- ☐ is attached hereto.
- X was filed on February 29, 2000;
- X was assigned serial No. Not yet assigned;
- ☐ which was amended on \_\_\_\_\_.

I hereby state that I have reviewed and understand the contents of the above identified patent application, including the claims, as amended by any amendment(s) referred to above. I do not know and do not believe that the claimed invention was ever known or used in the United States of America before my invention thereof, or patented or described in any printed publication in any country before my invention thereof or more than one year prior to this application, that the same was not in public use or on sale in the United States of America more than one year prior to this application, and that the invention has not been patented or made the subject of an inventor's certificate issued before the date of this application in any country foreign to the United States of America on an application filed by me or my legal representatives or assigns more than twelve months (for a utility patent application) or six months (for a design patent application) prior to this application.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with 37 C.F.R. §1.56(a).

I hereby claim foreign priority benefits under 35 U.S.C. §119 (a)-(d) of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed.

Prior Foreign Application(s)

Priority Claimed

Number	Country	Month/Day/Year Filed	Yes	No
Number	Country	Month/Day/Year Filed	Yes	No

Number	Country	Month/Day/Year Filed	Yes	No
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I hereby claim the benefit under 35 U.S.C. §119(e) of any United States provisional application(s) listed below:

Application Number	Filing Date
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Application Number	Filing Date
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I hereby claim the benefit under 35 U.S.C. §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in these prior United States application(s) in the manner provided by 35 U.S.C. §112, I acknowledge the duty to disclose material information as defined in 37 C.F.R. §1.56(a) which occurred between the filing date of the prior application(s) and the national or PCT international filing date of this application.

Application No.	Filing Date	Status (Issued, Pending, Abandoned)
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Application No.	Filing Date	Status (Issued, Pending, Abandoned)
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Application No.	Filing Date	Status (Issued, Pending, Abandoned)
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Application No.	Filing Date	Status (Issued, Pending, Abandoned)
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I hereby appoint Kenneth D'Alessandro, Registration No. 29,144; Timothy Brisson, Registration No.: 44,046; Michael Brandt, Registration No.: 39,119; Robert Hall, Registration No.: 39,209, Jonathan Velasco, Registration No.: 42,200, Michael Kerr, Registration No.: 42,722 and Victor Gallo, Registration No.: 41,768, as attorneys of record with full power of substitution and revocation, to prosecute this application and transact all business in the United States Patent and Trademark Office connected therewith, and certifies that it is the assignee of the entire right, title and interest in the patent application identified above by virtue of an assignment, a copy of which is attached, from the inventor(s) of the patent application identified above.

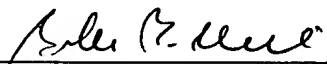
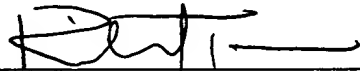
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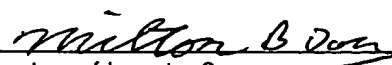
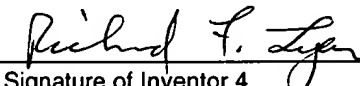
Kenneth D'Alessandro  
Sierra Patent Group, Ltd.  
P.O. Box 6149  
Stateline, NV 89449  
Telephone (775) 586-9500

I, the undersigned, declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing therefrom.

FULL NAME OF INVENTOR 1	FIRST Name	MIDDLE Initial(s)	LAST Name	
	Richard	B.	Merrill	
RESIDENCE AND CITY	City	State or Foreign Country	Country of Citizenship	
	Woodside	California	United States	
POST OFFICE ADDRESS	Number and Street	City	State or Country	Zip Code
	890 Patrol Road	Woodside	California	95134
FULL NAME OF INVENTOR 2	FIRST Name	MIDDLE Initial(s)	LAST Name	
	Richard	M.	Turner	
RESIDENCE AND CITY	City	State or Foreign Country	Country of Citizenship	
	Menlo Park	California	United States	
POST OFFICE ADDRESS	Number and Street	City	State or Country	Zip Code
	312 Waverley Street #3	Menlo Park	California	94025
FULL NAME OF INVENTOR 3	FIRST Name	MIDDLE Initial(s)	LAST Name	
	Milton	B.	Dong	
RESIDENCE AND CITY	City	State or Foreign Country	Country of Citizenship	
	Saratoga	California	United States	
POST OFFICE ADDRESS	Number and Street	City	State or Country	Zip Code
	18932 Bonnet Way	Saratoga	California	95070
FULL NAME OF INVENTOR 4	FIRST Name	MIDDLE Initial(s)	LAST Name	
	Richard	F.	Lyon	
RESIDENCE AND CITY	City	State or Foreign Country	Country of Citizenship	
	Los Altos	California	United States	
POST OFFICE ADDRESS	Number and Street	City	State or Country	Zip Code
	422 Traverso Court	Los Altos	California	94022

I further declare that all statements made herein of my own knowledge are true and that all statements made upon information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

	4-5-00		4-5-00
Signature of Inventor 1	Date	Signature of Inventor 2	Date

	4/5/00		4-5-00
Signature of Inventor 3	Date	Signature of Inventor 4	Date

# ASSIGNMENT

WHEREAS, we, Richard B. Merrill, a citizen of the United States, residing at 890 Patrol Road, Woodside, California 95134, Richard M. Turner, a citizen of the United States, residing at 312 Waverley Street #3, Menlo Park, California 94025, Milton B. Dong, a citizen of the United States, residing at 18932 Bonnet Way, Saratoga, California 95070 and Richard F. Lyon, a citizen of the United States, residing at 422 Traverso Court, Los Altos, California 94022, have invented a "**HIGH-SENSITIVITY STORAGE PIXEL SENSOR HAVING AUTO-EXPOSURE DETECTION**" for which we have executed application papers for a U.S. patent thereon, which was filed on February 29, 2000, serial No. not yet assigned; and

WHEREAS, Foveon, Inc., a California corporation, having a place of business at 3565 Monroe Street, Santa Clara, California 95051, is desirous of acquiring the exclusive right, title and interest in and to said invention and in and to the Letters Patent to be granted and issued therefor in the United States of America and its territories and possessions, and all countries foreign thereto;

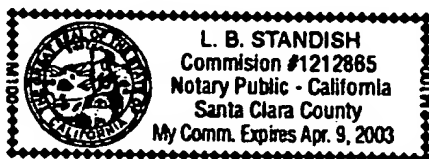
NOW, THEREFORE, for a valuable consideration, the receipt of which is hereby acknowledged, we, Richard B. Merrill, Richard M. Turner, Milton B. Dong and Richard F. Lyon, do sell, assign, transfer and set over unto the said Foveon, Inc., its successors and assigns, the full and exclusive right, title and interest in and to said invention, and in and to any and all Letters Patent to be granted and issued therefor, not only for, to and in the United States of America, its territories and possessions, but also for, to and in all other countries including all priority rights under the International Convention; and we hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to Foveon, Inc., its successors and assigns, in accordance with this Assignment.

IN WITNESS WHEREOF said Assignors have executed delivered this instrument on the respective dates noted below.

Date: 4-5-00 Richard B. Merrill  
Richard B. Merrill

State: CALIFORNIA County: SANTA CLARA

Subscribed and sworn to before me on the 05<sup>TH</sup> day of APRIL, 2000



[Signature]

Notary Public

Date: 4-5-00

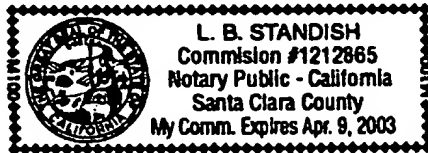
[Signature]

Richard M. Turner

State: CALIFORNIA

County: SANTA CLARA

Subscribed and sworn to before me on the 05<sup>TH</sup> day of APRIL, 2000



[Signature]

Notary Public

Date: 4-5-00

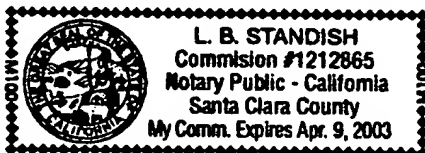
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Milton B. Dong

State: CALIFORNIA

County: SANTA CLARA

Subscribed and sworn to before me on the 05<sup>TH</sup> day of APRIL, 2000



[Signature]

Notary Public

Date: 4-5-00

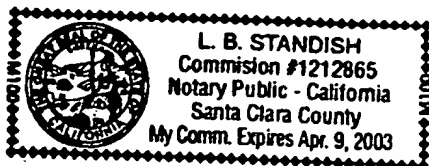
[Signature]

Richard F. Lyon

State: CALIFORNIA

County: SANTA CLARA

Subscribed and sworn to before me on the 05<sup>TH</sup> day of APRIL, 1999



[Signature]

Notary Public